

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
Debtors. : (Jointly Administered)
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**ORDER AUTHORIZING DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC;
ELLIOTT ASSOCIATES, L.P.; NOMURA CORPORATE RESEARCH & ASSET
MANAGEMENT, INC.; NORTHEAST INVESTORS TRUST; AND WHITEBOX
ADVISORS, LLC TO FILE IN REDACTED FORM AND/OR UNDER SEAL A
MEMORANDUM OF LAW AND SUPPLEMENTAL OBJECTION TO
CONFIRMATION OF THE FIRST AMENDED JOINT PLAN OF
REORGANIZATION OF DELPHI CORPORATION AND
CERTAIN DEBTORS AND DEBTORS-IN-POSSESSION**

Upon the ex parte motion (the “Ex Parte Motion”) of Davidson Kempner Capital Management LLC; Elliott Associates, L.P.; Nomura Corporate Research & Asset Management, Inc.; Northeast Investors Trust; and Whitebox Advisors, LLC and respective affiliates thereof or funds and accounts directly managed by each of the foregoing (each, a “Noteholder”), each in its individual capacity as a creditor of Delphi Corporation (together with certain of its debtor affiliates and subsidiaries, collectively the “Debtors”), for an order granting the Noteholders leave to file under seal a Memorandum of Law and Supplemental Objection to the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the “Supplemental Objection”) and file and serve the Supplemental Objection in redacted form; and it appearing that this Court has jurisdiction over the Ex Parte Motion pursuant to 28 U.S.C. § 1334, and that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that the Ex Parte Motion is GRANTED; and it is further

ORDERED that, pursuant to section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018, the Senior Noteholders are authorized to file the Supplemental Objection under seal and to file and serve, except as provided in the next decretal paragraph, the Supplemental Objection in redacted form; and the Clerk of the United States Bankruptcy Court is directed to accept the Supplemental Objection for filing under seal; and it is further

ORDERED that the unredacted Supplemental Objection shall remain confidential, be filed under seal, and be served upon and made available only to (a) the Court, (b) counsel to the Debtors, and (c) any other parties pursuant to a protective order as ordered by this Court or otherwise agreed to in writing by the Debtors; and it is further

ORDERED that any and all rights of the Senior Noteholders or any other party to object to the Debtors' designation of certain information referred to in the Supplemental Objection as Confidential or Highly Confidential, and to seek to have the Supplemental Objection unsealed, are reserved and unaffected by the entry of this Order; and it is further

ORDERED that this Court shall retain jurisdiction to interpret and enforce the terms of this Order; and it is further

ORDERED that any and all further notice of the relief granted by this Order be, and it hereby is, dispensed with and waived.

Dated: New York, New York
January 11, 2008

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE